

Board Charter of
Keypath Education International, Inc. ARBN 649 711 026 (the

2.2 Risk management & reporting

The role of the Board in respect of risk management and reporting includes:

- (a) identifying the principal risks of the Company's business and reviewing the Company's risk management framework at least annually in order to ensure that the

- (d) determining whether the remuneration and conditions of service of senior executives are appropriate and consistent with the approved remuneration policies and framework;
- (e) establishing and monitoring executive succession planning, with gender being a relevant consideration;
- (f) delegating the day to day decision making and implementation of the Board-approved strategy to the CEO;
- (g) setting specific limits of authority for management;
- (h) satisfying itself that an appropriate framework exists to facilitate reporting of relevant information by management to the Board; and
- (i) overseeing management.

2.4 Monitoring Board performance

The role of the Board in respect of performance monitoring includes:

- (a) approving criteria for assessing performance of senior executives and monitoring

3.4 Company secretary

The Company Secretary will:

- (a) be appointed and removed by the Board;
- (b) report to and be accountable to the Board on all matters to do with the proper functioning of the Board and Board Committees; and
- (c) perform the role in accordance with Recommendation 1.4 of the Corporate Governance Principles and Recommendations (4th edition) of the ASX Corporate Governance Council (Guidelines).

3.5 Independent directors

An independent director is a non-executive director who is free of any interest (other than remuneration for such director's service as a director on the Board), position, association or relationship that might influence, or could reasonably be perceived to influence, in a material respect his or her capacity to bring independent judgment to bear on issues before the Board and to act in the best interests of the entity and its security holders generally.

All interests must be disclosed to the Board. Guidance on conflicts of interest and disclosure of interests is provided under the Board Conflicts of Interests Policy.

The Board will:

- (a) regularly review the independence of each Director in light of interests disclosed and will disclose any change to ASX, as required by the ASX Listing Rules; and
- (b) review the independence of any director who has served in that position for more than 10 years to confirm that such director's independent status can be maintained.

3.6 Lead independent director

A lead independent director may assume the role of Chair if the Chair is absent or unable to attend Board meetings.

3.7 Appointing new directors

When considering the appointment of a person as a Director, the Board will undertake appropriate checks before appointing the person, or putting the person forward to shareholders as a candidate for election as a Director. These checks will usually include the

4. Management and delegation

4.1 CEO and management

The CEO (or equivalent) is responsible for running the day to day affairs of the Company under delegated authority from the Board and to implement the policies and strategy set by the Board. In carrying out the CEO's responsibilities, the CEO (or equivalent) must ensure that the Board is provided with accurate information in a timely and clear manner and ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results.

4.2 Delegation to management

The role of management is to support the CEO (or equivalent) and implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board. The delegated authority includes responsibility for:

- (a) developing business plans, budgets and strategies for the Company for consideration by the Board and, to the extent approved by the Board, implementing these plans, budgets and strategies;
- (b) operating the Company's business within the parameters set by the Board from time to time and keeping the Board informed of material developments in the Company's business;
- (c) in respect of proposed transactions, commitments or arrangements that exceed the parameters set by the Board, referring such matters to the Board for its consideration and approval;
- (d) identifying and managing operational and other risks and, where those risks could

participating in discussions of the matter, or to refrain from being present at the Board meeting during such discussions. Directors have a duty to disclose to the Board material information in their possession bearing upon a Board decision, particularly where one or more of the directors have a personal interest in the outcome of the Board decision.

5.2 Protocols where a director has a conflict of interest

Protocols are set out in the Board Conflict of Interest Policy and should be followed where a Director or senior executive planning to provide information to the Board has identified a conflict of interest, or has reason to believe a conflict of interest may arise.

5.3 Independent Professional Advice For Directors

- (a) Directors may obtain independent professional advice, at the Company's cost, in carrying out their responsibilities.

5.4 Terms of appointment of Directors

- (a) In accordance with the Listing Rules and the Company Charter and Bylaws of the Company, no Director except a Managing Director will hold office for a continuous period in excess of three years or past the third annual general meeting following the Director's appointment, whichever is the longer, without submitting for re-election.
- (b) The Company will have a written agreement with each person appointed as a Director setting out the terms of their appointment.

5.5 Inconsistency with the Company's Constituent Documents

To the extent that there is any conflict or inconsistency between this Board Charter and the Company's Constituent Documents, the Constituent Documents shall prevail.

5.6 Conduct of meetings of stockholders